

Ewing Anna M
Form 4
January 05, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ewing Anna M

2. Issuer Name **and** Ticker or Trading
Symbol
NASDAQ OMX GROUP, INC.
[NDAQ]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE LIBERTY PLAZA

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2012

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive Vice President

NEW YORK, NY 10006

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	01/03/2012		F		10,050	D	\$ 24.96
					275,929	(1)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secu (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 7.35					<u>(2)</u>	11/15/2014	Common Stock	30,063	
Employee Stock Option (Right to Buy)	\$ 19.75					<u>(3)</u>	03/04/2020	Common Stock	34,664	
Employee Stock Option (Right to Buy)	\$ 25.07					<u>(4)</u>	12/17/2018	Common Stock	45,528	
Employee Stock Option (Right to Buy)	\$ 25.28					<u>(5)</u>	03/28/2021	Common Stock	39,661	
Employee Stock Option (Right to Buy)	\$ 35.92					<u>(6)</u>	12/13/2016	Common Stock	32,558	
Employee Stock Option (Right to Buy)	\$ 45.38					<u>(7)</u>	12/12/2017	Common Stock	22,564	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ewing Anna M ONE LIBERTY PLAZA NEW YORK, NY 10006			Executive Vice President	

Signatures

/s/ Edward S. Knight, by power of attorney

01/05/2012

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Represents (i) 7,000 shares of common stock acquired upon exercise of vested stock options, (ii) 183,935 shares or units of restricted stock, of which 78,935 shares are vested, (iii) 69,041 shares underlying PSUs, of which 17,198 shares are vested and (iii) 15,953 shares purchased under the Employee Stock Purchase Plan.
- (1) stock, of which 78,935 shares are vested, (iii) 69,041 shares underlying PSUs, of which 17,198 shares are vested and (iii) 15,953 shares purchased under the Employee Stock Purchase Plan.
 - (2) Options exercisable.
 - (3) Options exercisable on March 4, 2014.
 - (4) Options exercisable on December 17, 2012.
 - (5) Options exercisable on March 28, 2015, subject to accelerated vesting on March 28, 2014, or extension of vesting until March 28, 2016, depending on the achievement of performance goals.
 - (6) Options exercisable.
 - (7) Options exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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